

Schedule 3.3(c)(i)
The Class B Stock/IHC Debt Securities Schedule

As part of the Reorganization, the Holding Company may issue shares of Class B Stock and the Intermediate Holding Company may issue IHC Debt Securities, in each case in accordance with the terms summarized in this schedule.

A. Class B Stock

Prior to, on or within 30 days after the Effective Date, the Holding Company may (but is not required to) issue to institutional investors in a private placement shares of a separate class or series of common stock (the "Class B Stock") that will be designed to reflect the performance of the Closed Block Business (as defined below). If the Class B Stock is issued, then the Common Stock issued in the Reorganization and the IPO is expected to reflect the performance of the Financial Services Businesses (as defined below).

If the Company determines that the issuance of the Class B Stock is in the best interest of Eligible Policyholders, the Holding Company may offer for sale such number of shares of Class B Stock at such price and on such terms as the Holding Company shall determine are reasonably necessary to effectuate their sale.

The net proceeds from the offering of Class B Stock will be used by the Holding Company for general corporate purposes and are not intended to be used in the Closed Block Business.

There will be no legal separation of the Closed Block Business and Financial Services Businesses. Holders of Common Stock and holders of Class B Stock will both be common stockholders of the Holding Company. They will vote together on all matters unless otherwise required by law or as specified in the Holding Company's certificate of incorporation and will have specified dividend and liquidation rights. Holders of Common Stock will have no interest in a legal entity representing the Financial Services Businesses, holders of Class B Stock will have no interest in a legal entity representing the Closed Block Business and holders of each will be subject to all of the risks associated with an investment in the Holding Company and all of its businesses, assets and liabilities. The Class B Stock may be exchangeable or convertible by the Holding Company or the holders of the Class B Stock into shares of Common Stock on such terms as are specified in the Holding Company's certificate of incorporation.

B. IHC Debt Securities

If the Company determines that issuance of the IHC Debt Securities is in the best interest of Eligible Policyholders, then prior to, on or within 30 days after the Effective Date, the Intermediate Holding Company may offer senior, secured debt securities (the "IHC Debt Securities") in such amount, on such terms and with such covenants and conditions as the

Intermediate Holding Company shall determine are reasonably necessary to effectuate their sale, subject to the following sentence. The IHC Debt Securities may be secured by a pledge of the shares of the common stock of the Company, provided that the maximum aggregate principal amount sold in the offering of IHC Debt Securities does not exceed such amount as would result in the number of pledged shares exceeding 49% of the number of issued and outstanding shares of the common stock of the Company.

C. The Closed Block Business and the Financial Services Businesses

The Closed Block Business consists of:

- within the Company, (i) the Closed Block Assets and the associated liabilities of the Closed Block ("Closed Block Liabilities"), (ii) additional assets outside the Closed Block that the Company holds to meet capital requirements related to Closed Block Policies, (iii) invested assets held outside the Closed Block that represent the difference between the Closed Block Assets and Closed Block Liabilities, (iv) corresponding GAAP adjustments such as deferred acquisition costs and deferred taxes, and (v) such other assets and liabilities that the Company reasonably determines should be allocated to the Closed Block Business;
- within the Intermediate Holding Company, the IHC Debt Securities and other assets and liabilities of the Intermediate Holding Company attributable to the Closed Block Business;
- within the Holding Company, dividends received from the Intermediate Holding Company, and reinvestment thereof, and liabilities of the Holding Company, in each case as attributable to the Closed Block Business; and
- within each of the Company, the Intermediate Holding Company and Holding Company, such other assets and liabilities as they may reasonably determine should be allocated to the Closed Block Business consistent with the objective of the economic separation of the Closed Block Business and the Financial Services Businesses.

The Financial Services Businesses will consist of all assets and liabilities of the Holding Company and its subsidiaries not included in the Closed Block Business.

The Holding Company will provide for the separate reporting of the financial performance of the Financial Services Businesses and the Closed Block Business and will

allocate assets and liabilities and earnings between the Financial Services Businesses and the Closed Block Business.